

Southern Pacific Transportation Company

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August 1, 1984

4-222A05.1 STATE COMMERCE COMMISSION

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue
Washington, D.C. 20423

No.

Date AUG 9 1984

Fee \$ 40.00

ICC Washington, D. C.

RE: I.C.C. Finance Docket No. 26168 --
Southern Pacific Transportation Company
Equipment Trust Agreement, Series No. 46

Dear Mr. Bayne:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and three (3) fully executed counterparts each of Fifth Supplement to Equipment Trust and Assignment and Transfer of Certain Road Equipment, both dated as of June 30, 1984, to Equipment Trust Agreement dated as of April 1, 1970, creating Southern Pacific Company Equipment Trust, Series No. 46, together with voucher in payment of the recording fee.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of April 1, 1970, recorded on May 19, 1970, at 4:25 PM, assigned Recordation No. 5723;

First Supplement to Equipment Trust Agreement dated as of November 1, 1974, recorded on December 26, 1974, at 1:15 PM, assigned Recordation No. 5723-A;

Second Supplement to Equipment Trust Agreement dated as of December 7, 1979, recorded on December 14, 1979, at 4:10 PM, assigned Recordation No. 5723-B;

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RECORDING UNIT
ICC
THE
OFFICE

Approved by Board
James H. Bayne
Secretary

Mr. James H. Bayne
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Third Supplement to Equipment Trust Agreement
dated as of August 1, 1982, recorded on
August 12, 1982, at 1:00 PM, assigned
Recordation No. 5723-C; and

Fourth Supplement to Equipment Trust Agreement
dated as of June 1, 1984, recorded on June 19,
1984, at 3:10 PM, assigned Recordation No.
5723-D.

In connection with the recording of the Fifth Supplement and Assignment and Transfer, each dated as of June 30, 1984, to the Equipment Trust Agreement dated as of April 1, 1970, the following information is set forth in accordance with the provisions of Section 57.4 of the Commission's Order of July 28, 1952, as amended:

Name and Address of Trustee - Lessor:

First Pennsylvania Bank, N.A.
30 South 30th Street
Philadelphia, Pennsylvania 19104

Name and Address of Guarantor - Lessee:

Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

General Description of the Equipment
Covered by the Fifth Supplement:

Number of
Units

Description

1	1500 H.P. Locomotive; General Motors Corp. (Electro-Motive Division), builder; lettered SP and numbered 1524; GRIP date - March, 1980.
1	1750 H.P. Locomotive; General Motors Corp. (Electro-Motive Division), builder; lettered SP and numbered 3196; GRIP date - February, 1979.

Mr. James H. Bayne
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General Description of the Equipment
Covered by the Assignment and Transfer:

<u>Number of Units</u>	<u>Description</u>
3	4200 H.P. Locomotives; General Motors Corp. (Electro-Motive Division), builder; lettered SP and numbered 9500, 9501, and 9502.

When the recording of the Fifth Supplement and Assignment have been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof which are presented to you by our representative herewith, and return three (3) each of the same to her.

Very truly yours,

Stuart E. Vaughn
Stuart E. Vaughn *fy*

Enclosures

cc: Mr. D. A. Smith
(Attn: Mr. L. S. Vollmer)

AUG 9 1984 11 11 AM

INTERSTATE COMMERCE COMMISSION

SOUTHERN PACIFIC TRANSPORTATION COMPANY
EQUIPMENT TRUST
SERIES NO. 46

ASSIGNMENT AND TRANSFER OF CERTAIN ROAD EQUIPMENT

Dated as of June 30, 1984

FIRST PENNSYLVANIA BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY

ASSIGNMENT AND TRANSFER OF CERTAIN RAILROAD EQUIPMENT, dated as of the thirtieth day of June, 1984, by FIRST PENNSYLVANIA BANK, N.A., formerly known as The First Pennsylvania Banking and Trust Company, a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, Trustee under the Equipment Trust Agreement hereinafter mentioned (hereinafter called the "Trustee"), to SOUTHERN PACIFIC TRANSPORTATION COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company").

WHEREAS, by a certain Equipment Trust Agreement, bearing date as of April 1, 1970, by and between the Trustee and the Company (hereinafter called the "Equipment Trust Agreement"), there was constituted the "Southern Pacific Transportation Company Equipment Trust, Series No. 46," pursuant to which Trustee leased certain railroad equipment to the Company, upon the terms and conditions therein set forth; and

WHEREAS, certain locomotives comprising said Trust Equipment (hereinafter collectively called "Unsuitable Equipment") have become unsuitable for use of the Company, and in accordance with the provisions of said Equipment Trust and in anticipation and consideration of the release of such Unsuitable Equipment, the Company has assigned and transferred to the Trustee other standard-gauge railroad equipment (hereinafter called the "Replacement Equipment"), other than work equipment, as specifically described in the

Fifth Supplement to Equipment Trust dated as of June 30, 1984 ("Fifth Supplement"):

<u>Number of Units</u>	<u>Description</u>
3	4200 H.P. Locomotives; General Motors Corp. (Electro-Motive Division), builder; lettered SP and numbered 9500, 9501 and 9502.

WHEREAS, the Company has well and truly performed all of the covenants and conditions on its part to be performed under the said Equipment Trust Agreement, including all payments required of it to be made, and as a result of such good standing and by virtue of the Replacement Equipment to the Equipment Trust Agreement pursuant to the Fifth Supplement thereto, the Company is now entitled to the release of the aforesaid Unsuitable Equipment under Section 4.09 of said Equipment Trust Agreement.

NOW, THEREFORE, THIS INDENTURE WITNESSETH THAT:

In consideration of the premises and of other good and valuable consideration, receipt of which is hereby acknowledged, the Trustee does hereby sell, assign, transfer and set over unto the Company all of the Unsuitable Equipment which is specifically described herein and covered by the Equipment Trust Agreement.

TOGETHER with all the right, title and interest now owned or hereafter acquired by the Trustee in and to the said Unsuitable Equipment.

TO HAVE AND TO HOLD all and singular the said equipment and the said attendant rights to the Company, its successors and assigns, for its and their own use and behoof forever;

AND the Trustee hereby covenants with the Company, its successors and assigns, that the Trustee has not done, permitted, executed or suffered, and that neither it nor its successors or assigns will do, commit, execute or suffer, any act, matter or thing whatsoever which is calculated to or which will or may impugn, impair, defeat or cast doubt upon the clear, absolute and indefeasible title given to the Company by these presents.

The Trustee does hereby constitute and appoint LYNN A. TUZINSKI to be its attorney, for it and in its name and as and for its corporate act and deed to acknowledge this instrument before any person having authority by the laws of the Commonwealth of Pennsylvania or elsewhere to take such acknowledgement, to the intent that the same may be duly recorded.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the said Equipment Trust Agreement with respect to the above-described Unsuitable Equipment, has caused these presents to be signed in its

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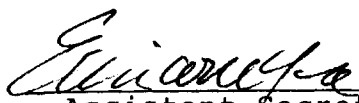
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name and its corporate seal to be hereunto affixed, duly
attested, this 30th day of June, 1984.

FIRST PENNSYLVANIA BANK, N.A.,
Trustee

By 
Corporate Trust Officer

Attest:


Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA)
) ss.
CITY AND COUNTY OF PHILADELPHIA)

On this 30th day of June, 1984, before me personally appeared LYNN A. TUZINSKI, to me personally known, who, being by me duly sworn, says that she is Corporate Trust Officer of FIRST PENNSYLVANIA BANK, N.A.; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lynne N. McCarty
Notary Public

LYNNE N. MCCORRY
Notary Public, Phila., Phila. Co.
My Commission Expires May 5, 1986